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11 CBS BROADCASTING INC., CBS
12 CORPORATION, and ROBERT NIÑO

13 UNITED STATES DISTRICT COURT
14 CENTRAL DISTRICT OF CALIFORNIA

15 NANCY LONDON,

16 Plaintiff,

17 vs.

18 CBS; CBS BROADCASTING INC.;
19 CBS TELEVISION; KCAL LLC;
20 KCBS TV; ROBERT NINO; and
21 DOES 1-100,

22 Defendants.

CV 12 - 06605 GAF (FMOx)

DECLARATION OF MARTIN P.
MESSINGER IN SUPPORT OF
DEFENDANT CBS CORPORATION'S
NOTICE OF REMOVAL TO THE
UNITED STATES DISTRICT COURT
FOR THE CENTRAL DISTRICT OF
CALIFORNIA

FILED
2012 JUL 31 PM 2:50
CLERK U.S. DISTRICT COURT
CENTRAL DISTRICT OF CALIF.
SANTA ANA

DECLARATION OF MARTIN P. MESSINGER

I, Martin P. Messinger, hereby declare as follows:

1. I have personal knowledge of the facts set forth in this Declaration and, if called as a witness, could and would competently testify to such facts under oath. I submit this Declaration in support of Defendant CBS Corporation's Notice of Removal.

2. I am an Assistant Secretary of Defendant CBS Corporation and a Vice President and Assistant Secretary of CBS Broadcasting Inc. I am also a Senior Vice President and Deputy General Counsel of CBS Broadcasting Inc. My office address is 51 West 52nd Street, New York, New York, 10019. I have been employed by CBS Corporation since 1978 and have held my current position since 1998. My responsibilities include acting as the chief legal officer for the CBS Television Stations group and in the past as the Chief Compliance Officer for CBS Corporation. In these roles, I have personal knowledge regarding the corporate structure of CBS Corporation and CBS Broadcasting Inc. and the location of the various headquarters and senior executives who work for CBS Corporation and CBS Broadcasting Inc. I also have access to information and documents related to the corporate structure (including subsidiaries) of CBS Corporation and CBS Broadcasting Inc. that are maintained in the regular course of business. In addition, I am familiar with the location of the administrative functions that are performed for CBS Corporation and CBS Broadcasting Inc.

3. The name "CBS" on its own is not the proper name of any CBS legal business entity. It does not exist.

4. "CBS Television" on its own is not the proper name of any CBS legal business entity. It does not exist.

5. "KCAL LLC" on its own is not the proper name of any CBS legal business entity. It does not exist.

1 6. “CBS Television Service Inc.” – a named defendant in this lawsuit – is
2 the name of a CBS entity, but based on my knowledge of CBS Corporation’s
3 corporate structure and my review of CBS Corporation’s business records
4 (including records relating to its subsidiaries) that are maintained in the regular
5 course of business, it was not Plaintiff’s employer and has no connection to any of
6 her claims.

7 7. CBS Corporation is the indirect parent company of CBS Broadcasting
8 Inc. CBS Corporation was incorporated in Delaware in 1986. Its corporate
9 headquarters and principal place of business are located at 51 West 52nd Street,
10 New York, New York. In addition, the vast majority of the senior executives of
11 CBS Corporation have their primary offices in New York, including President and
12 Chief Executive Officer Leslie Moonves, Executive Vice President, Human
13 Resources and Administration Anthony Ambrosio, Executive Vice President,
14 General Counsel, and Assistant Secretary Louis Briskman, and Executive Vice
15 President and Chief Financial Officer Joseph Ianniello.

16 8. The books and records of CBS Corporation, including the resolutions
17 reflected in the unanimous written consents of the board of directors, are
18 maintained in New York.

19 9. CBS Broadcasting Inc., in turn, was incorporated in New York in
20 1927, and its officers direct, control, and coordinate the corporation’s activities
21 primarily from New York. Its corporate headquarters and principal place of
22 business are located at 51 West 52nd Street, New York, New York.

23 10. The books and records of CBS Broadcasting Inc., including the
24 resolutions reflected in the unanimous written consents of the board of directors, are
25 maintained in New York.

26 11. CBS Broadcasting Inc. is a second-tier wholly-owned subsidiary of
27 CBS Corporation. As such, CBS Broadcasting Inc. is a member of the consolidated
28 group of which CBS Corporation is the common parent (such consolidated group

1 being the "CBS Consolidated Group"). CBS Corporation files a single federal
2 income tax return for the CBS Consolidated Group. The tax return is prepared in
3 New York and filed electronically from New York.

4 12. CBS Broadcasting Inc. is comprised of three primary divisions: CBS
5 News, CBS Sports, and CBS Entertainment. All three produce and broadcast
6 programming over the CBS Television Network, also a division of CBS
7 Broadcasting Inc. None of the divisions of CBS Broadcasting Inc. is a separate
8 legal entity.

9 13. CBS News operates primarily from New York and provides the CBS
10 Television Network and CBS Radio Network with regularly scheduled news and
11 public affairs broadcasts. Most of the production and distribution of these
12 programs and services by CBS News occurs in New York.

13 14. The corporate offices of CBS News are located at 524 West 57th
14 Street, New York, New York. The senior executives of CBS News, including
15 Chairman Jeffrey Fager, President David Rhodes, and Chief Financial Officer Tom
16 Shilen reside in the New York metropolitan area and have their offices in New
17 York. The administrative functions of finance, accounting, and human resources
18 for CBS News are performed primarily in New York and the records relating to
19 those functions are maintained primarily in New York. The legal department that
20 performs work for CBS News is located primarily in New York.

21 15. CBS Sports produces and broadcasts a variety of premier sporting
22 events. With one exception discussed herein, the management and distribution of
23 all of these broadcasts occur in New York, as do the vast majority of scheduling,
24 coordination, and negotiations concerning the events listed above. The exception is
25 the NCAA Championships, where these functions related thereto are performed
26 jointly by CBS in New York and Turner Broadcasting in Atlanta, Georgia.¹

27
28 ¹ Turner Broadcasting is not affiliated with either CBS Broadcasting Inc. or its indirect parent, CBS Corporation.

1 16. The corporate offices of CBS Sports are located at 555 West 57th
2 Street and 51 West 52nd Street, New York, New York. The senior executives of
3 CBS Sports, including Chairman Sean McManus and Chief Financial Officer
4 Martin Kaye, reside in the New York metropolitan area and have their offices in
5 New York. The administrative functions of finance, accounting, and human
6 resources for CBS Sports are performed primarily in New York and the records
7 relating to those functions are maintained in New York. The legal department that
8 performs work for CBS Sports is located primarily in New York.

9 17. CBS Entertainment is responsible for acquiring, developing and
10 scheduling the entertainment programming presented on the CBS Television
11 Network. Most of the activities conducted by CBS Entertainment are managed
12 from, and occur in, Los Angeles.

13 18. The offices of CBS Entertainment are located at 4024 Radford
14 Avenue, Studio City, California. CBS Entertainment's senior executives, including
15 President Nina Tassler and Executive Vice President, Finance, Georgette Morrow,
16 primarily work out of Los Angeles. The administrative functions of finance,
17 accounting, human resources, and legal for CBS Entertainment are performed
18 primarily in Los Angeles, and the records relating to those functions are maintained
19 primarily in Los Angeles.

20 19. The primary functions of the CBS Television Network, including
21 network sales and marketing, are based in New York. Network Sales President Jo
22 Ann Ross and Marketing Group President George Schweitzer reside in the New
23 York metropolitan area and have their offices in New York.

24 20. In addition, CBS Broadcasting Inc. owns and operates ten (10)
25 television stations throughout the United States, located in the following six (6)
26 states: New York (1), California (2), Pennsylvania (2), Illinois (1), Michigan (1),
27 and Minnesota (3). Those ten (10) stations are among twenty-nine (29) television
28

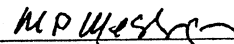
1 stations across the United States managed by the CBS Television Stations group
2 (“CTS”), based in New York.

3 21. CTS’s offices are located at 524 West 57th Street, New York, New
4 York. The senior executives of the CTS, including President Peter Dunn, Chief
5 Operating Officer of CBS Local Media Group Anton Guitano, and Executive Vice
6 President and Chief Financial Officer Michele Scaringella reside in the New York
7 metropolitan area and have their primary offices in New York. The administrative
8 functions of finance, accounting, and human resources for the CTS are performed
9 primarily in New York and the records relating to these functions are maintained
10 primarily in New York. The legal department that performs work for the CTS is
11 located primarily in New York.

12 22. The overall management of the CTS stations takes place in New York,
13 although day-to-day operations occur in the city in which each station is located.
14 None of the ten (10) television stations owned and operated by CBS Broadcasting
15 Inc. is organized as a separate corporate entity, and none has a corporate existence
16 separate and apart from CBS Broadcasting Inc. Although CBS Broadcasting Inc.
17 owns two television stations in California (KCBS-TV in Los Angeles and KPIX-
18 TV in San Francisco), the New York station (WCBS-TV) is considered the
19 company’s flagship station and generates the most revenue and profit.

20 I declare under penalty of perjury under the laws of the State of California
21 and the United States that the foregoing is true and correct.

22 Executed this 27 day of July, 2012, at New York, New York.

23
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25 Martin P. Messinger
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